

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)

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**ORDER PURSUANT TO SECTIONS 105, 328(a) AND 1103  
OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE  
2014 GRANTING THE OFFICIAL COMMITTEE OF  
EQUITY SECURITY HOLDERS LEAVE TO FILE AN  
APPLICATION TO RETAIN AND EMPLOY A FINANCIAL  
ADVISOR**

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Upon the motion (the “Motion”) of the duly appointed official committee of equity security holders (the “Equity Committee”) of Delphi Corporation (“Delphi”) and the other above-captioned debtors (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), for an order pursuant to sections 105, 328(a) and 1103 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the Equity Committee to retain and employ a financial advisor to the Equity Committee in the Chapter 11 Cases;

And it appearing that this Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 1334, and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2);

And notice of the Motion having been given in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures entered by this Court on March 17, 2006 (Docket No. 2883);

And it appearing that no other or further notice of the Motion need be given;

And a hearing on the Motion having been held before the Court; and any objections to having been filed;

And good and sufficient cause appearing therefor, it is

ORDERED that the Motion is GRANTED; and it is further

ORDERED that the Equity Committee is authorized to file an application to retain and employ a financial advisor on terms consistent with and within the parameters of Exhibit A of the Motion; and it is further

ORDERED that any and all further notice of the relief granted by this Order be, and it hereby is, dispensed with and waived.

Dated: New York, New York  
August 17, 2006

/s/Robert D. Drain \_\_\_\_\_  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

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